

WILMER, CUTLER & PICKERING

1666 K STREET, N. W.

WASHINGTON, D. C. 20006

RECORDATION NO. 9882-D

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

872-6093

CABLE ADDRESS: WICRING WASH., D. C.

INTERNATIONAL TELEX: 440-239

TELEX: 89-2402

TELEPHONE 202 872-6000

DEC 18 1981 11:50 PM

PULLMAN OFFICE

1 COLLEGE HILL

LONDON, EC4R 2RA, ENGLAND

TELEPHONE 01-236-2401

TELEX: 81 883242

CABLE ADDRESS: WICRING LONDON

DEC 18 1981 11:50 PM

December 18, 1981

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

INTERSTATE COMMERCE COMMISSION

DEC 18 1981
Date
Fee \$ 20.00

ICC Washington, D. C.

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations promulgated thereunder, as amended, I enclose herewith on behalf of Allied Corporation for filing and recording counterparts of each of the following two secondary documents:

(1) Statement of New Road Numbers dated as of December 15, 1980, to Conditional Sale Agreement dated as of October 15, 1978, recorded with the Interstate Commerce Commission December 4, 1978, at 11:50 a.m. under Recordation No. 9882, among ACF Industries, Incorporated, Pullman Incorporated, and The Connecticut Bank and Trust Company. The aforesaid Statement of New Numbers should be recorded under Recordation No. 9882-D.

(2) Statement of New Numbers dated as of December 15, 1980 to Lease of Railroad Equipment dated as of October 15, 1978, recorded with the Interstate Commerce Commission December 4, 1978, at 11:50 a.m. under Recordation No. 9882-B between Allied Chemical Corporation and The Connecticut Bank and Trust Company. The aforesaid Statement of New Numbers should be recorded under Recordation No. 9882-E.

The names and addresses of the parties to the documents above are as follows:

ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

Pullman Incorporated (Pullman Standard Division)
200 South Michigan Avenue
Chicago, Illinois 60604

The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115
Attention: Corporate Trust Division

C. Harrison

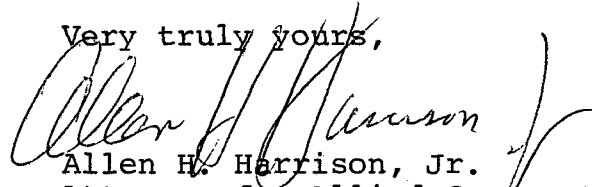
Allied Chemical Corporation
P. O. Box 1219R
Morristown, New Jersey 07960
Attention: Treasurer

The equipment covered by the Statement of New Road Numbers to the Conditional Sale Agreement is attached hereto as Exhibit A. The equipment covered by the Statement of New Numbers to the Lease of Railroad Equipment is covered in Exhibit B attached hereto.

Further enclosed is a check in the amount of \$20 for recording the two above-mentioned secondary documents.

Please retain one copy each of the two enclosed documents and return to the delivering messenger the remaining counterparts stamped to show the filing, together with the fee receipt and the Commission's letter acknowledging the filings.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for Allied Corporation

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/iw

Annex B
to
Conditional Sale Agreement
(As Amended as of December 15, 1980)

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Assumed Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)	100-ton Covered Hopper with gravity outlet gates, trough hatches (Soda Ash Unit)	LO	See Item 3 of Annex A to the CSA	Butler, Pa.	550	\$37,943*	\$20,868,650	ACTX 944000- 944549	May-June 1979 at Builder's Plant
ACF Industries, Incorporated	100-ton Covered Hopper with gravity outlet gates, round hatches (Ammonium Sulfate Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	50	37,190*	1,859,500	ACTX 944800- 944849	February 1979 at Builder's Plant
ACF Industries, Incorporated	100-ton Covered Hopper with gravity outlet gates, trough hatches (Soda Ash Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	50	40,641*	2,032,050	ACTX 944550- 944599	June 1979 at Builder's Plant

* Includes Additional Costs (inspection and engineering costs) not to be in excess of \$1000 and, in the case of units built by ACF, escalation costs to the assumed time of delivery, pursuant to the applicable Purchase Orders referred to in Item 3 of Annex A to the CSA.

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Assumed Time and Place of Delivery</u>
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	14	\$37,252**	\$ 541,128	AFPX 945611- 945621 945623- 945625	December 1978 at Builder's Plant
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Milton, Pa.	18	37,464**	699,552	AFPX 945626- 945674 and 945622	December 1978 at Builder's Plant
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Milton Pa.	32	37,464**	1,243,648		January 1979 at Builder's Plant

\$ 27,244,528

* Includes Additional Costs (inspection and engineering costs) not to be in excess of \$1000 and, in the case of units built by ACF, escalation costs to the assumed time of delivery, pursuant to the applicable Purchase Orders referred to in Item 3 of Annex A to the CSA.

** In addition to unit base price, unit Purchase Price includes Lining Costs not to be in excess of \$1400.

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SCHEDULE 1 to LEASE
(As Amended as of December 15, 1980).

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Assumed Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)	100-ton Covered Hopper with gravity outlet gates, trough hatches (Soda Ash Unit)	IO	See Item 3 of Annex A to the CSA	Butler, Pa.	550	\$37,943*	\$20,868,650	ACTX 944000- 944549	May-June 1979 at Builder's Plant
ACF Industries, Incorporated	100-ton Covered Hopper with gravity outlet gates, round hatches (Ammonium Sulfate Unit)	IO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	50	37,190*	1,859,500	ACTX 944800- 944849	February 1979 at Builder's Plant
ACF Industries, Incorporated	100-ton Covered Hopper with gravity outlet gates, trough hatches (Soda Ash Unit)	IO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	50	40,641*	2,032,050	ACTX 944550- 944599	June 1979 at Builder's Plant

* Includes Additional Costs (inspection and engineering costs) not to be in excess of \$1000 and, in the case of units built by ACF, escalation costs to the assumed time of delivery, pursuant to the applicable Purchase Orders referred to in Item 3 of Annex A to the CSA.

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Assumed Time and Place of Delivery</u>
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	14	\$37,252**	\$ 541,128	AFPX 945611- 945621 945623- 945625	December, 1978 at Builder's Plant
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Milton, Pa.	18	37,464**	699,552	AFPX 945626- 945674 and 945622	December, 1978 at Builder's Plant
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Milton Pa.	32	37,464**	1,243,648		January, 1979 at Builder's Plant
							\$ 27,244,528		WHS DLS

* Includes Additional Costs (inspection and engineering costs) not to be in excess of \$1000 and, in the case of units built by ACF, escalation costs to the assumed time of delivery, pursuant to the applicable Purchase Orders referred to in Item 3 of Annex A to the CSA.

** In addition to unit base price, unit Purchase Price includes Lining Costs not to be in excess of \$1400.

Interstate Commerce Commission
Washington, D.C. 20423

12/18/81

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
1666 K. Street, N.W.
Washington, D.C. 20006

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/18/81** at **12:50pm**, and assigned recordation number(s). **6671-I & 6671-J, 9882-D, 9882-E**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

STATEMENT OF NEW ROAD NUMBERS

RECORDATION NO.

Filed 1981

DEC 18 1981 2 50 PM

Dated as of December 15, 1980

INTERSTATE COMMERCE COMMISSION

to

CONDITIONAL SALE AGREEMENT

Dated as of October 15, 1978

among

ACF INDUSTRIES, INCORPORATED,

PULLMAN INCORPORATED and

THE CONNECTICUT BANK AND TRUST COMPANY, AS TRUSTEE

9-3/8% Conditional Sale Indebtedness Due 1998
[Covering 714 100-ton Covered Hopper Cars]


Filed and recorded with the Interstate Commerce Commission
on December ___, 1981, at ___, recordation number ____.

This Statement of New Road Numbers dated as of December 15, 1980 ("Statement of New Road Numbers") is being filed pursuant to Article 9 of the Conditional Sale Agreement dated as of October 15, 1978 (the "CSA") among The Connecticut Bank and Trust Company, as Trustee, ACF Industries, Incorporated and Pullman Incorporated and modifies the identifying symbol portion of the road numbers used on certain railroad cars subject to the CSA from ACTX to AFPX, as shown on the attached Annex B to the CSA, as amended.

The CSA was filed and recorded with the Interstate Commerce Commission on December 4, 1978, at 11:50 a.m., recordation number 9882.

This Statement of New Road Numbers is approved and accepted as of the date hereof.

ALLIED CHEMICAL CORPORATION

By 
Richard A. Schile,
Its Assistant Treasurer

Annex B
to
Conditional Sale Agreement
(As Amended as of December 15, 1980)

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Assumed Time and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)	100-ton Covered Hopper with gravity outlet gates, trough hatches (Soda Ash Unit)	LO	See Item 3 of Annex A to the CSA	Butler, Pa.	550	\$37,943*	\$20,868,650	ACTX 944000- 944549	May-June 1979 at Builder's Plant
ACF Industries, Incorporated	100-ton Covered Hopper with gravity outlet gates, round hatches (Ammonium Sulfate Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	50	37,190*	1,859,500	ACTX 944800- 944849	February 1979 at Builder's Plant
ACF Industries, Incorporated	100-ton Covered Hopper with gravity outlet gates, trough hatches (Soda Ash Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	50	40,641*	2,032,050	ACTX 944550- 944599	June 1979 at Builder's Plant

* Includes Additional Costs (inspection and engineering costs) not to be in excess of \$1000 and, in the case of units built by ACF, escalation costs to the assumed time of delivery, pursuant to the applicable Purchase Orders referred to in Item 3 of Annex A to the CSA.

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Assumed Time and Place of Delivery</u>
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Huntington, W. Va.	14	\$37,252**	\$ 541,128	AFPX 945611- 945621 945623- 945625	December 1978 at Builder's Plant
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Milton, Pa.	18	37,464**	699,552	AFPX 945626- 945674 and 945622	December 1978 at Builder's Plant
ACF Industries Incorporated	100-ton Covered Hopper with pneumatic outlet gates, round hatches (Lined HDPE Unit)	LO	See Item 3 of Annex A to the CSA	Milton Pa.	32	37,464**	1,243,648		January 1979 at Builder's Plant
							\$ 27,244,528		

* Includes Additional Costs (inspection and engineering costs) not to be in excess of \$1000 and, in the case of units built by ACF, escalation costs to the assumed time of delivery, pursuant to the applicable Purchase Orders referred to in Item 3 of Annex A to the CSA.

** In addition to unit base price, unit Purchase Price includes Lining Costs not to be in excess of \$1400.

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STATE OF NEW JERSEY)
 : ss.:
COUNTY OF MORRIS)

On this 15th day of December, 1980, before me personally appeared Richard A. Schile, to me personally known and known to me to be an Assistant Treasurer of ALLIED CHEMICAL CORPORATION, a New York corporation, the corporation named in and executing the within instrument, who, by me being duly sworn, did severally depose and say that he is an Assistant Treasurer of said corporation and that said corporation executed the said instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is the corporate seal of said corporation; that he, being informed of the contents of the said instrument, signed and sealed said instrument as such officer and that he executed the same in the name and on behalf of said corporation by authority of its Board of Directors; that he executed the same of his free and voluntary act and deed and as the free and voluntary act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on the day and year first above written.

Korothy C. Zymich
Notary Public in and for the
County and State of New Jersey

(SEAL)

My commission expires

July 20, 1982